FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

N	OMB	APPROVAL						
	OMB	3235-						
	Number:	0287						
7	Expires: November							
	Estimate	d average						

0.5

(Print or Type Resp	oonses)										
Name and Addrew Wheeler Jon S	2. Issuer I Symbol Wheeler I Inc. [WH	Real Est		cker or Tra	Ŭ	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director _X_ Officer (give titleOther (specify below)					
(Last) 2529 VIRGINIA BOULEVARD,	3. Date of I (Month/Da 12/02/201	y/Year)	rans	action			below) Chairman & CEO				
VIRGINIA BEA		4. If Amend Filed(Month		ate C	Original		6. Individual or Joint/Group Filing(Check Applicable Line) X. Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State) (Zi	p)	Table I	- Non-D	eriv	ative Secu	rities	Acqu	ired, Disposed of, o	r Beneficiall	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	any			Transaction Code		(A) or of (D) 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/02/2013	12/02	/2013	Code V P		Amount 345,000		Price \$ 4.20	427 200	(Instr. 4)	
Common Stock								20	2,572	I	Controlling interest in limited partnership
Common Stock									1,600	I	Held by dependent child
Common Stock									6,247	I	Held in Profit Sharing Plan
Reminder: Report of directly or indirectly	on a separate line for	each cla	ass of securi	ties benef	ficial	lly owned					
ancery of maliceti	,.				i r	nformatio equired t	on co	ntain spond	and to the collection and in this form are dunless the form of control number.	e not	SEC 1474 (9-02)

 $\label{thm:convergence} Table~II~- Derivative~Securities~Acquired,~Disposed~of,~or~Beneficially~Owned~\\ (\textit{e.g.},~puts,~calls,~warrants,~options,~convertible~securities)$

D Se	ecurity nstr. 3)	Conversion	Date (Month/Day/Year)	Execution Date, if	4. Transac Code (Instr. 8	tion	of	vative rities nired or osed O) r. 3,	6. Date Exe and Expirat (Month/Day	ion Date	on Date of Underlying		Derivative Security (Instr. 5)	Beneficially Owned Following	Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
	ommon	(1)							<u>(2)</u>	(3)	Common Stock	256,202		256,202	I	Controlling interests in limited partnerships
	ommon	<u>(1)</u>							<u>(4)</u>	(3)	Common Stock	28,343		28,343	I	Controlling interests in limited partnerships
	ommon	<u>(1)</u>							<u>(4)</u>	<u>(3)</u>	Common Stock	3,123		3,123	1	Owned by spouse
																Owned by

Common Units	(1)				<u>(4)</u>	(3)	Common Stock	31,234	31,234	I	Trusts in the names of dependent children
Common Units	<u>(1)</u>				<u>(2)</u>	<u>(3)</u>	Common Stock	63,468	63,468	D	

Reporting Owners

Departing Own on Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Wheeler Jon S 2529 VIRGINIA BEACH BOULEVARD SUITE 200 VIRGINIA BEACH, VA 23452	X		Chairman & CEO					

Signatures

/s/ Jon S. Wheeler	12/02/2013
Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - Pursuant to the Partnership Agreement of Wheeler Real Estate Investment Trust LP (the "Partnership"), holders of the Partnership may,
- after a one year holding period, elect to exchange their common units for common stock in Wheeler Real Estate Investment Trust, Inc. (the "Company") on a one-for-one basis. Upon a redemption request, the Company has the option to purchase the common units directly, either in cash or in common stock of the Company.
- (2) These units have been held for a year and therefore may be exchanged in accordance with the Partnership Agreement.
- (3) These derivative securities do not have an expiration date.
- (4) These common units have been held for less than one year and therefore may not be currently exchanged.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.